UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,
 	
    Plaintiff,
 	
  v.
 	
MICHAEL W. CROW, DUNCAN CAPITAL LLC,
DUNCAN CAPITAL GROUP LLC, ROBERT
DAVID FUCHS, and ROBERT MACGREGOR,
 	
    Defendants,
 	
  and
 	
TREVOR CROW, SANTAL HOLDINGS LLC,
M.W. CROW FAMILY LP, CROW 2001
CHILDREN'S TRUST FBO MICHELLE LEE
CROW, CROW 2001 CHILDREN'S TRUST FBO
SPENCER MICHAEL CROW, CROW 2001
CHILDREN'S TRUST FBO DUNCAN CROW, and
CROW 2001 CHILDREN'S TRUST FBO OLIVIA
TREVOR CROW,
 	
    Relief Defendants.
	07 Civ. 3814 (CM)
	ECF Case

**PLAINTIFF'S PARTIAL OPPOSITION TO BRACEWELL & GIULIANI LLP'S
MOTION TO WITHDRAW AS COUNSEL
FOR DEFENDANTS DAVID FUCHS AND DUNCAN CAPITAL LLC AND
<u>RELIEF DEFENDANT SANTAL HOLDINGS LLC</u>**

Plaintiff Securities and Exchange Commission (the "Commission") respectfully

submits this memorandum in partial opposition to Bracewell & Giuliani LLP's

("Bracewell") motion for leave to withdraw as counsel for Defendants David Fuchs and

Duncan Capital LLC ("Duncan Capital") and Relief Defendant Santal Holdings LLC

("Santal"). The Commission does not object to Bracewell's withdrawal as counsel for

Mr. Fuchs. The Commission does object, however, to Bracewell's withdrawal as counsel

for Duncan Capital and Santal, insofar as those corporate entities would be left without

counsel in this action. Corporate entities cannot appear in this matter other than through

counsel. See Shapiro, Bernstein & Co. v. Continental Record Co., 386 F.2d 426, 427 (2d

Cir. 1967). Accordingly, the Commission opposes Bracewell's request to withdraw as

counsel for Duncan Capital and Santal unless and until those entities provide acceptable

substitute counsel for Bracewell in this action.

Dated: New York, New York
      March 3, 2008

                    By: /s/ Preethi Krishnamurthy
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